

## REZONING AFFIDAVIT

DATE: June 12, 2012  
(enter date affidavit is notarized)

I, Sara V. Mariska, attorney/agent, do hereby state that I am an  
(enter name of applicant or authorized agent)

(check one)      ☐ applicant  
                         ☒ applicant's authorized agent listed in Par. 1(a) below

1156506

in Application No.(s): PCA/FDPA 2008-MD-003  
(enter County-assigned application number(s), e.g. RZ 88-V-001)

and that, to the best of my knowledge and belief, the following information is true:

1(a). The following constitutes a listing of the names and addresses of all **APPLICANTS, TITLE OWNERS, CONTRACT PURCHASERS, and LESSEES** of the land described in the application,\* and, if any of the foregoing is a **TRUSTEE**,\*\* each **BENEFICIARY** of such trust, and all **ATTORNEYS** and **REAL ESTATE BROKERS**, and all **AGENTS** who have acted on behalf of any of the foregoing with respect to the application:

(NOTE: All relationships to the application listed above in **BOLD** print must be disclosed. Multiple relationships may be listed together, e.g., **Attorney/Agent, Contract Purchaser/Lessee, Applicant/Title Owner**, etc. For a multiparcel application, list the Tax Map Number(s) of the parcel(s) for each owner(s) in the Relationship column.)

NAME (enter first name, middle initial, and last name)	ADDRESS (enter number, street, city, state, and zip code)	RELATIONSHIP(S) (enter applicable relationships listed in <b>BOLD</b> above)
WRI Hilltop Village, LLC	2600 Citadel Plaza, Suite 125 Houston, TX 77008	Applicant/Title Owner of Tax Map 100-1 ((1)) 9A, 11A, 11A1, 14, 15
Agents: J. Brent Clarke, III Michael C. Gailliot Michael D. Kaney William M. Crook Marc A. Kasner Joe D. Shafer Mark D. Stout Robert C. Smith Johnny Hendrix (nmi) Stephen C. Richter		

(check if applicable)      ☒ There are more relationships to be listed and Par. 1(a) is continued on a "Rezoning Attachment to Par. 1(a)" form.

\* In the case of a condominium, the title owner, contract purchaser, or lessee of 10% or more of the units in the condominium.

\*\* List as follows: Name of trustee, Trustee for (name of trust, if applicable), for the benefit of: (state name of each beneficiary).

**Rezoning Attachment to Par. 1(a)**DATE: June 12, 2012  
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**(NOTE):** All relationships to the application are to be disclosed. Multiple relationships may be listed together, e.g., **Attorney/Agent, Contract Purchaser/Lessee, Applicant/Title Owner**, etc. For a multiparcel application, list the Tax Map Number(s) of the parcel(s) for each owner(s) in the Relationship column.

<b>NAME</b> (enter first name, middle initial, and last name)	<b>ADDRESS</b> (enter number, street, city, state, and zip code)	<b>RELATIONSHIP(S)</b> (enter applicable relationships listed in <b>BOLD</b> above)
Walsh, Colucci, Lubcley, Emrich & Walsh, P.C.  Agents: Martin D. Walsh Lynne J. Strobel Timothy S. Sampson M. Catharine Puskar Sara V. Mariska G. Evan Pritchard Jonathan D. Puvak Elizabeth D. Baker Inda E. Stagg Elizabeth A. McKeeby	2200 Clarendon Boulevard 13th Floor Arlington, Virginia 22201	Attorneys/Planners/Agent
Dewberry & Davis LLC  Agents: Dennis M. Couture Cody A. Pennetti Christopher J. dePascale Andrea R. Crossett	8401 Arlington Boulevard Fairfax, Virginia 22031	Engineers/Planners/Agent
Patton Harris Rust & Associates, Inc.  Agents: Douglas R. Kennedy George R. Phillips	14532 Lee Road Chantilly, Virginia 20151	Transportation Engineers/Agent
Rounds VanDuzer Architects, P.C.  Agent: Mark E. McAfee	467A North Washington Street Falls Church, Virginia 22046	Architect/Agent

(check if applicable)

☐

There are more relationships to be listed and Par. 1(a) is continued further on a "Rezoning Attachment to Par. 1(a)" form.

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- 1(b). The following constitutes a listing\*\*\* of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 10 or less shareholders, a listing of all of the shareholders, and if the corporation is an owner of the subject land, all of the OFFICERS and DIRECTORS of such corporation:

(NOTE: Include **SOLE PROPRIETORSHIPS, LIMITED LIABILITY COMPANIES, and REAL ESTATE INVESTMENT TRUSTS** herein.)

## CORPORATION INFORMATION

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)  
WRI Hilltop Village, LLC  
2600 Citadel Plaza, Suite 125  
Houston, TX 77008

**DESCRIPTION OF CORPORATION:** (check one statement)

- ☒ There are 10 or less shareholders, and all of the shareholders are listed below.  
☐ There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.  
☐ There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

**NAMES OF SHAREHOLDERS:** (enter first name, middle initial, and last name)

Weingarten Realty Investors, Managing Member  
Hilltop Village Center, LLC, Member

**NAMES OF OFFICERS & DIRECTORS:** (enter first name, middle initial, last name & title, e.g. **President, Vice President, Secretary, Treasurer, etc.**)

(check if applicable) ☒ There is more corporation information and Par. 1(b) is continued on a "Rezoning Attachment 1(b)" form.

\*\*\* All listings which include partnerships, corporations, or trusts, to include the names of beneficiaries, must be broken down successively until: (a) only individual persons are listed or (b) the listing for a corporation having more than 10 shareholders has no shareholder owning 10% or more of any class of stock. *In the case of an APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE\* of the land that is a partnership, corporation, or trust, such successive breakdown must include a listing and further breakdown of all of its partners, of its shareholders as required above, and of beneficiaries of any trusts. Such successive breakdown must also include breakdowns of any partnership, corporation, or trust owning 10% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE\* of the land. Limited liability companies and real estate investment trusts and their equivalents are treated as corporations, with members being deemed the equivalent of shareholders; managing members shall also be listed. Use footnote numbers to designate partnerships or corporations, which have further listings on an attachment page, and reference the same footnote numbers on the attachment page.*

**Rezoning Attachment to Par. 1(b)**DATE: June 12, 2012  
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for Application No. (s): PCA/FDPA 2008-MD-003  
(enter County-assigned application number (s))**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)Weingarten Realty Investors  
2600 Citadel Plaza, Suite 125  
Houston, TX 77008**DESCRIPTION OF CORPORATION:** (check one statement)

- ☐ There are 10 or less shareholders, and all of the shareholders are listed below.
- ☐ There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- ☒ There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

**NAMES OF THE SHAREHOLDER:** (enter first name, middle initial, and last name)

A real estate investment trust which is publicly traded on the NYSE.

Committee of the Board of Trust Managers: Stanford J. Alexander, Andrew M. Alexander, Robert J. Cruikshank

**NAMES OF OFFICERS & DIRECTORS:** (enter first name, middle initial, last name, and title, e.g.**President, Vice-President, Secretary, Treasurer, etc.)**

Andrew M. Alexander, President/CEO; Stanford J. Alexander, Chairman; Stephen C. Richter, EVP/CFO; Johnny Hendrix (nmi), EVP/COO; Jeffrey A. Tucker, Former SVP/General Counsel; M. Candace DuFour, SVP/Secretary; Joe D. Shafer, SVP/CAO/Secretary; William M. Crook, VP/Associate General Counsel; Marc A. Kasner, VP/Asst Secretary; Mark D. Stout, VP/General Counsel

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)Hilltop Village Center, LLC  
8245-D2 Backlick Road  
Lorton, VA 22079**DESCRIPTION OF CORPORATION:** (check one statement)

- ☒ There are 10 or less shareholders, and all of the shareholders are listed below.
- ☐ There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- ☐ There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

**NAMES OF THE SHAREHOLDERS:** (enter first name, middle initial, and last name)J. Brent Clarke, III, Member  
Hilltop Sand & Gravel Company, Inc., Managing Member**NAMES OF OFFICERS & DIRECTORS:** (enter first name, middle initial, last name, and title, e.g.**President, Vice-President, Secretary, Treasurer, etc.)**(check if applicable) ☐ There is more corporation information and Par. 1(b) is continued further on a "Rezoning Attachment to Par. 1(b)" form.

**Rezoning Attachment to Par. 1(b)**DATE: June 12, 2012  
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(enter County-assigned application number (s))**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)Hilltop Sand & Gravel Company, Inc.  
8245-D2 Backlick Road  
Lorton, VA 22079**DESCRIPTION OF CORPORATION:** (check one statement)

- ☒ There are 10 or less shareholders, and all of the shareholders are listed below.
- ☐ There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- ☐ There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

**NAMES OF THE SHAREHOLDER:** (enter first name, middle initial, and last name)

Clemens S. Gailliot Sr. Trust f/b/o Thomas H. Gailliot, Sr.; Clemens S. Gailliot Sr. Trust f/b/o Clemens S. Gailliot, Jr.; Martin A. Gailliot, Sr. By-Pass Trust f/b/o Theresa A. Gailliot; Martin A. Gailliot, Sr., Wife's Exempt Trust f/b/o Theresa A. Gailliot; Martin A. Gailliot, Sr., Wife's Non-Exempt Trust f/b/o Theresa A. Gailliot; Elizabeth M. Gailliot-Hilltop Inheritance Trust f/b/o Elizabeth M. Gailliot; Robert V. Gailliot, III (minor); Greta J. Gailliot (minor)

**NAMES OF OFFICERS & DIRECTORS:** (enter first name, middle initial, last name, and title, e.g.**President, Vice-President, Secretary, Treasurer, etc.)**Michael C. Gailliot, President; Clemens S. Gailliot, Jr., VP; G. Michael Whitfield, VP; Elizabeth M. Gailliot, VP; Thomas H. Gailliot, Sr., VP; Theresa A. Gailliot, VP  
Directors: Clemens S. Gailliot, Jr., William A. Fritz, Jr., Theresa A. Gailliot, Thomas H. Gailliot, Sr., Elizabeth M. Gailliot**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)Walsh, Colucci, Lubeley, Emrich & Walsh, P.C.  
2200 Clarendon Boulevard, 13th Floor  
Arlington, Virginia 22201**DESCRIPTION OF CORPORATION:** (check one statement)

- ☐ There are 10 or less shareholders, and all of the shareholders are listed below.
- ☒ There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- ☐ There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

**NAMES OF THE SHAREHOLDERS:** (enter first name, middle initial, and last name)

David J. Bomgardner, E. Andrew Burcher, Thomas J. Colucci, Peter M. Dolan, Jr., Jay du Von, William A. Fogarty, John H. Foote, H. Mark Goetzman, Bryan H. Guidash, Michael D. Lubeley, J. Randall Minchew, M. Catharine Puskas, John E. Rinaldi, Lynne J. Strobel, Garth M. Wainman, Nan E. Walsh, Martin D. Walsh

**NAMES OF OFFICERS & DIRECTORS:** (enter first name, middle initial, last name, and title, e.g.**President, Vice-President, Secretary, Treasurer, etc.)**(check if applicable) ☐ There is more corporation information and Par. 1(b) is continued further on a "Rezoning Attachment to Par. 1(b)" form.

**Rezoning Attachment to Par. 1(b)**

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**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)

Dewberry & Davis LLC  
8401 Arlington Boulevard  
Fairfax, Virginia 22031

**DESCRIPTION OF CORPORATION:** (check one statement)

- ☒ There are 10 or less shareholders, and all of the shareholders are listed below.  
☐ There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.  
☐ There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

**NAMES OF THE SHAREHOLDER:** (enter first name, middle initial, and last name)

The Dewberry Companies LC, Member  
James L. Beight, Member  
Dennis M. Couture, Member

**NAMES OF OFFICERS & DIRECTORS:** (enter first name, middle initial, last name, and title, e.g. President, Vice-President, Secretary, Treasurer, etc.)

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)

The Dewberry Companies LC  
8401 Arlington Boulevard  
Fairfax, Virginia 22031

**DESCRIPTION OF CORPORATION:** (check one statement)

- ☒ There are 10 or less shareholders, and all of the shareholders are listed below.  
☐ There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.  
☐ There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

**NAMES OF THE SHAREHOLDERS:** (enter first name, middle initial, and last name)

Members: Sidney O. Dewberry, Barry K. Dewberry, Karen S. Grand Pre, Thomas L. Dewberry, Michael S. Dewberry Credit Shelter Trust u/a/d 11/23/05 (f/b/o Michael S. Dewberry II and 3 other minor children of Michael S. Dewberry)

**NAMES OF OFFICERS & DIRECTORS:** (enter first name, middle initial, last name, and title, e.g. President, Vice-President, Secretary, Treasurer, etc.)

(check if applicable) ☒ There is more corporation information and Par. 1(b) is continued further on a "Rezoning Attachment to Par. 1(b)" form.

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**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)

Patton Harris Rust & Associates, Inc.  
14532 Lee Road  
Chantilly, Virginia 20151

**DESCRIPTION OF CORPORATION:** (check one statement)

- ☒ There are 10 or less shareholders, and all of the shareholders are listed below.
- ☐ There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- ☐ There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

**NAMES OF THE SHAREHOLDER:** (enter first name, middle initial, and last name)

Sole Shareholder:  
Pennoni Associates, Inc.

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**NAMES OF OFFICERS & DIRECTORS:** (enter first name, middle initial, last name, and title, e.g. President, Vice-President, Secretary, Treasurer, etc.)

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**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)

Pennoni Associates, Inc.  
3001 Market Street, 2nd Floor  
Philadelphia, PA 19104

**DESCRIPTION OF CORPORATION:** (check one statement)

- ☐ There are 10 or less shareholders, and all of the shareholders are listed below.
- ☒ There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- ☐ There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

**NAMES OF THE SHAREHOLDERS:** (enter first name, middle initial, and last name)

Celestino R. Pennoni  
Pennoni Associates, Inc. (PAI) Employee Stock Option Plan (ESOP). All employees are eligible plan participants; however, no one employee owns 10% or more of any class of stock.

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**NAMES OF OFFICERS & DIRECTORS:** (enter first name, middle initial, last name, and title, e.g. President, Vice-President, Secretary, Treasurer, etc.)

(check if applicable) ☐ There is more corporation information and Par. 1(b) is continued further on a "Rezoning Attachment to Par. 1(b)" form.

**Rezoning Attachment to Par. 1(b)**

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**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)

Rounds VanDuzer Architects, P.C.  
467A North Washington Street  
Falls Church, Virginia 22046

**DESCRIPTION OF CORPORATION:** (check one statement)

- ☒ There are 10 or less shareholders, and all of the shareholders are listed below.  
☐ There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.  
☐ There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

**NAMES OF THE SHAREHOLDER:** (enter first name, middle initial, and last name)

David P. VanDuzer  
Mark E. McAfee  
Stephen F. Kenney  
Jonathan A. Fritsch

**NAMES OF OFFICERS & DIRECTORS:** (enter first name, middle initial, last name, and title, e.g. President, Vice-President, Secretary, Treasurer, etc.)

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)

**DESCRIPTION OF CORPORATION:** (check one statement)

- ☐ There are 10 or less shareholders, and all of the shareholders are listed below.  
☐ There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.  
☐ There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

**NAMES OF THE SHAREHOLDERS:** (enter first name, middle initial, and last name)

**NAMES OF OFFICERS & DIRECTORS:** (enter first name, middle initial, last name, and title, e.g. President, Vice-President, Secretary, Treasurer, etc.)

(check if applicable) ☐ There is more corporation information and Par. 1(b) is continued further on a "Rezoning Attachment to Par. 1(b)" form.



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- 1(c). The following constitutes a listing\*\*\* of all of the **PARTNERS**, both **GENERAL** and **LIMITED**, in any partnership disclosed in this affidavit:

PARTNERSHIP INFORMATION

**PARTNERSHIP NAME & ADDRESS:** (enter complete name, number, street, city, state and zip code)  
None

(check if applicable) ☐ The above-listed partnership has no limited partners.

**NAMES AND TITLE OF THE PARTNERS** (enter first name, middle initial, last name, and title, e.g. **General Partner, Limited Partner, or General and Limited Partner**)

(check if applicable) ☐ There is more partnership information and Par. 1(c) is continued on a "Rezoning Attachment to Par. 1(c)" form.

\*\*\* All listings which include partnerships, corporations, or trusts, to include the names of beneficiaries, must be broken down successively until: (a) only individual persons are listed or (b) the listing for a corporation having more than 10 shareholders has no shareholder owning 10% or more of any class of stock. *In the case of an APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE\* of the land that is a partnership, corporation, or trust, such successive breakdown must include a listing and further breakdown of all of its partners, of its shareholders as required above, and of beneficiaries of any trusts. Such successive breakdown must also include breakdowns of any partnership, corporation, or trust owning 10% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER or LESSEE\* of the land. Limited liability companies and real estate investment trusts and their equivalents are treated as corporations, with members being deemed the equivalent of shareholders; managing members shall also be listed.* Use footnote numbers to designate partnerships or corporations, which have further listings on an attachment page, and reference the same footnote numbers on the attachment page.

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1(d). One of the following boxes **must** be checked:

☐ In addition to the names listed in Paragraphs 1(a), 1(b), and 1(c) above, the following is a listing of any and all other individuals who own in the aggregate (directly and as a shareholder, partner, and beneficiary of a trust) 10% or more of the **APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE\*** of the land:

☒ Other than the names listed in Paragraphs 1(a), 1(b), and 1(c) above, no individual owns in the aggregate (directly and as a shareholder, partner, and beneficiary of a trust) 10% or more of the **APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE\*** of the land.

2. That no member of the Fairfax County Board of Supervisors, Planning Commission, or any member of his or her immediate household owns or has any financial interest in the subject land either individually, by ownership of stock in a corporation owning such land, or through an interest in a partnership owning such land.

**EXCEPT AS FOLLOWS:** (NOTE: If answer is none, enter "NONE" on the line below.)

None

(check if applicable) ☐ There are more interests to be listed and Par. 2 is continued on a "Rezoning Attachment to Par. 2" form.

## REZONING AFFIDAVIT

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3. That within the twelve-month period prior to the public hearing of this application, no member of the Fairfax County Board of Supervisors, Planning Commission, or any member of his or her immediate household, either directly or by way of partnership in which any of them is a partner, employee, agent, or attorney, or through a partner of any of them, or through a corporation in which any of them is an officer, director, employee, agent, or attorney or holds 10% or more of the outstanding bonds or shares of stock of a particular class, has, or has had any business or financial relationship, other than any ordinary depositor or customer relationship with or by a retail establishment, public utility, or bank, including any gift or donation having a value of more than \$100, singularly or in the aggregate, with any of those listed in Par. 1 above.

**EXCEPT AS FOLLOWS:** (NOTE: If answer is none, enter "NONE" on line below.)

None

(NOTE: Business or financial relationships of the type described in this paragraph that arise after the filing of this application and before each public hearing must be disclosed prior to the public hearings. See Par. 4 below.)

(check if applicable) ☐ There are more disclosures to be listed and Par. 3 is continued on a "Rezoning Attachment to Par. 3" form.

4. That the information contained in this affidavit is complete, that all partnerships, corporations, and trusts owning 10% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE\* of the land have been listed and broken down, and that prior to each and every public hearing on this matter, I will reexamine this affidavit and provide any changed or supplemental information, including business or financial relationships of the type described in Paragraph 3 above, that arise on or after the date of this application.

WITNESS the following signature:

(check one)

Sara V. Mariska  
[ ] Applicant

[X] Applicant's Authorized Agent

Sara V. Mariska, attorney/agent

(type or print first name, middle initial, last name, and title of signee)

Subscribed and sworn to before me this 12 day of June, 2012, in the State/Comm. of Virginia, County/City of Arlington.

Kimberly K. Follin  
Notary Public

My commission expires: 11/30/2015

